

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

TAKEOFF TECHNOLOGIES, INC, *et al.*¹

Debtors.

Chapter 11

Case No. 24-11106 (CTG)
(Jointly Administered)

Ref. Docket Nos. 11 & 124

**JOINDER TO OBJECTION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS TO DEBTORS' MOTION FOR ENTRY OF INTERIM AND FINAL
ORDERS (I) AUTHORIZING POSTPETITION FINANCING; (II) GRANTING LIENS
AND PROVIDING SUPERPRIORITY ADMINISTRATIVE EXPENSE CLAIMS;
(III) MODIFYING THE AUTOMATIC STAY; (IV) SCHEDULING A FINAL
HEARING; AND (V) GRANTING RELATED RELIEF**

Hy-Vee Food Stores, Inc. ("Hy-Vee") by and through its counsel, hereby files this joinder, to the extent set forth herein, to that certain *Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Postpetition Financing; (II) Granting Liens and Providing Superpriority Administrative Expense Claims; (III) Modifying the Automatic Stay; (IV) Scheduling a Final Hearing; and (V) Granting Related Relief* [Docket No. 124] ("Committee Objection"), to the Debtor's DIP Motion [Docket No. 11]. Hy-Vee hereby (a) joins in, adopts and supports the Committee's Objection to the Debtors DIP Motion, and (b) hereby reserves the right to assert such other objections as Hy-Vee deems necessary at the hearing on such matters.

¹ The Debtors in these chapter 11 cases, along with the last four digits of the Debtors federal tax identification numbers, as applicable, are: Takeoff Technologies, Inc. (0552); Takeoff Technologies Canada, Inc.; Takeoff Technologies Australia Pty Ltd.; Takeoff Technologies FZE; Takeoff International Subco India Private Limited; and Takeoff International Subco, LLC. The location of the Debtors' principal place of business and the Debtors' service address in these chapter 11 cases is 203 Crescent Street, Suite 203, Waltham, Massachusetts 02453.

WHEREFORE, for the reasons set forth in the Committee's Objection, Hy-Vee respectfully requests the entry of an order (i) sustaining the Committee's Objection and (ii) granting such other and further relief as the Court deems appropriate and just.

Dated: June 25, 2024
Wilmington, Delaware

Respectfully submitted,

/s/ Jeremy W. Ryan
Jeremy W. Ryan (No. 4057)
POTTER ANDERSON & CORROON LLP
1313 N. Market Street, 6th Floor
Wilmington, Delaware 19801
Telephone: (302) 984-6000
Facsimile: (302) 658-1192
Email: jryan@potteranderson.com

– and –

Johannes H. Moorlach (admitted *pro hac vice*)
Thomas H. Burke (admitted *pro hac vice*)
WHITFIELD & EDDY, P.L.C.
699 Walnut Street, Suite 2000
Des Moines, IA 50309
Telephone: (515) 246-5501
Facsimile: (515) 246-1474
Email: moorlach@whitfieldlaw.com
burke@whitfieldlaw.com

Counsel for Hy-Vee Food Stores, Inc.